

RECORDATION NO. 24893 FILED

APR 02 '04 10:56 AM

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A PROFESSIONAL CORPORATION
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FRANK PERETORE*
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*NEW JERSEY, NEW YORK & D.C. BARS
**NEW JERSEY & NEW YORK BARS

SURFACE TRANSPORTATION BOARD

NEW YORK OFFICE
110 PARK STREET
STATEN ISLAND, N.Y. 10306
(718) 667-8785

REPLY TO NEW JERSEY

March 31, 2004

VIA FEDERAL EXPRESS OVERNIGHT

Barbara Sadler, Secretary
Surface Transportation Board
1925 K. Street N.W.
Washington, D.C. 20590



Dear Ms. Sanders:

This office is the attorney-in-fact for Industrial Finance, Inc. in connection with this matter. (The original Power of Attorney is enclosed for your convenience.) I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Chattel Mortgage, a primary document, dated March 12, 2004. The names and addresses of the parties to the documents are as follows:

Vendor, Lessor, Mortgagee, etc: Industrial Finance, Inc.

Vendee, Lessee, Mortgagor, etc: Cardella Waste Services of New Jersey, Inc.

A description of the equipment covered by the document is as follows:

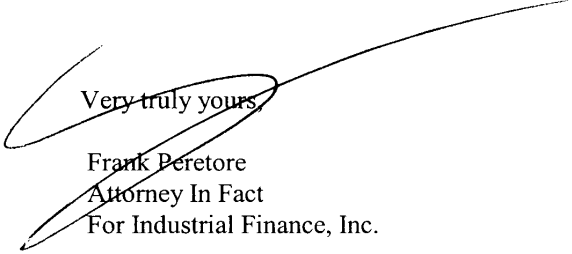
FIFTY (50) 1982/83 ORTNER 4000 CU. FT. GONDOLA RAIL CARS. SN'S:

CWSXI 01, CWSXI 02, CWSXI 03, CWSXI 04, CWSXI 05, CWSXI 06, CWSXI 07,
CWSXI08, CWSXI09, CWSXII0, CWSXIII, CWSXI12, CWSXI13, CWSXII4, CWSXI15
CWSXII6, CWSXI17, CWSXII8, CWSXI19, CWSXI20, CWSX121, CWSXI22, CWSXI23,
CWSX124, CWSXI25, CWSX126, CWSX127, CWSX128, CWSXI29, CWSX130, CWSXI31,
CWSX132, CWSXI33, CWSXI34, CWSXI35, CWSXI36, CWSX137, CWSXI38, CWSX139,
CWSXI40, CWSXI41, CWSXI42, CWSXI43, CWSXI44, CWSXI45, CWSX146, CWSXI47,
CWSXI48, CWSX149, CWSX150

A short summary of the document to appear in the index follows: Chattel Mortgage between Industrial Finance, Inc. 589 Franklin Turnpike, Ridgewood, New Jersey 07450 and Cardella Waste Services of New Jersey, Inc., 2400 Tonnelle Avenue, North Bergen, New Jersey 07047 dated March 12, 2004, and covering Fifty (50) 1982/83 Ortner 4000 Cu. Ft. Gondola Rail

Cars, SN'S: CWSXI 01,CWSXI 02,CWSXI 03,CWSXI 04,CWSXI 05,CWSXI 06,CWSXI 07,
CWSXI08,CWSXI09,CWSXI10,CWSXI11,CWSXI12,CWSXI13,CWSXI14,CWSXI15
CWSXI16,CWSXI17,CWSXI18,CWSXI19, CWSXI20, CWSXI21, CWSXI22, CWSXI23,
CWSXI24, CWSXI25, CWSXI26, CWSXI27, CWSXI28, CWSXI29, CWSXI30, CWSXI31,
CWSXI32, CWSXI33, CWSXI34, CWSXI35, CWSXI36, CWSXI37, CWSXI38, CWSXI39,
CWSXI40, CWSXI41, CWSXI42, CWSXI43, CWSXI44, CWSXI45, CWSXI46, CWSXI47,
CWSXI48, CWSXI49, CWSXI50.

A fee of \$30.00 is enclosed. Please return the original and any extra copies not needed
by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New
Jersey 07871.



Very truly yours,

Frank Peretore
Attorney In Fact
For Industrial Finance, Inc.

FP:ad

Enclosure

Cc: Mr. Anthony Perettine

Mr. Kerry Mach

POWER OF ATTORNEY

This Power of Attorney is made on March 30th, 2004

RECORDATION NO. _____ FILED

Between: The Principal(s)

Industrial Finance, Inc.

whose address is: 589 Franklin Turnpike, Ridgewood, New Jersey 07450

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SURFACE TRANSPORTATION BOARD

individually referred to as "I" or "my",

And: The Agent(s)

Frank Peretore, Esq.

whose address is: 191 Woodport Road, Sparta, New Jersey 07871

referred to as "You".

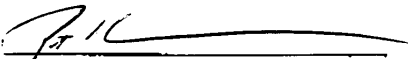
Grant of Authority. I appoint You to act as my Agent (called an attorney in fact) to do each and every act which I could personally do for the following uses and purposes:

Record a lien on the Railroad cars that are the subject of the Memorandum of Chattel Mortgages between Industrial Finance, Inc. and Cardella Waste Services of New Jersey, Inc. dated March 12, 2004.

Powers. I give You all the power and authority which I may legally give to You. You may revoke this Power of Attorney or appoint a new Agent in your place. I approve and confirm all that You or your substitute may lawfully do on my behalf.

Signatures. By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

Industrial Finance, Inc.


By: Peter McGuinness

Prepared by: _____

(N.J.S.A. Frank Peretore, Esq.
46:15-13)

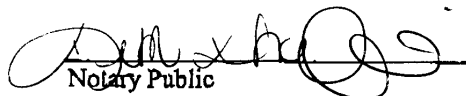
STATE OF NEW JERSEY:

: ss

COUNTY OF HUDSON :

I CERTIFY that on March 30, 2004
Peter McGuinness, personally came before me and acknowledged under oath, to my satisfaction, that this person

- (a) is named in and personally signed this document; and
- (b) signed, sealed and delivered this document as his or her act and deed.


Notary Public

KIM K. XHAFERI
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 5/23/2007

TOTAL P.03



Industrial Finance, Inc.

Member DVAED & SCA

MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF MARCH 12, 2004 between Industrial Finance, Inc. a New Jersey (hereinafter called the Lender) and Cardella Waste Services of New Jersey, Inc., a New Jersey corporation (hereinafter called the Borrower).

WHEREAS the Lender and the Borrower are entering into that certain Chattel Mortgage dated as of the date hereof (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and the Borrower wish to show for the public record (a) the ownership of the said railroad equipment by the Lender, and (b) the leasehold interest of the Borrower in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

Industrial Finance, Inc.

By: [Signature]

Cardella Waste Services of New Jersey, Inc.

By: [Signature]

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NEW JERSEY TRANSPORTATION BOARD

STATE OF N.J.
CITY OF HUDSON

On this 12th day of MARCH, 2004, before me personally appeared PETER McGUINNESS to me personally known, who, by me being duly sworn, says that he is a V.P. of INDUSTRIAL FINANCE, INC. and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged.

[Signature]
Notary

JOSEPH A. FRANCESCO
NOTARY PUBLIC OF NEW JERSEY SEAL
Commission Expires 5/23/2007

STATE OF N.J.
CITY OF HUDSON

On this 12th day of MARCH, 2004, before me personally appeared MICHAEL CARDELLA to me personally known, who, by me being duly sworn, says that he is a PRESIDENT of CARDELLA WASTE SERVICES OF N.J., INC. and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged.

[Signature]
Notary

KIM K. CHAFERI
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 5/31/2007

SEAL



589 Franklin Turnpike • Ridgewood, NJ 07450 • 201-493-7800 • 201-493-7803 fax

**EQUIPMENT SCHEDULE 'A' FOR MEMORANDUM OF
CHATTEL MORTGAGE**

BETWEEN

CARDELLA WASTE SERVICES OF NEW JERSEY, INC.
as BORROWER

AND

INDUSTRIAL FINANCE, INC. as LENDER

Dated: MARCH 12, 2004

FIFTY (50) 1982/83 ORTNER 4000 CU. FT. GONDOLA RAIL CARS.

SN'S:

CWSX101,CWSX102,CWSX103,CWSX104,CWSX105,CWSX106,CWSX107,
CWSX108,CWSX109,CWSX110,CWSX111,CWSX112,CWSX113,CWSX114,CWSX115
CWSX116,CWSX117,CWSX118,CWSX119, CWSX120, CWSX121, CWSX122, CWSX123,
CWSX124, CWSX125, CWSX126, CWSX127, CWSX128, CWSX129, CWSX130,
CWSX131, CWSX132, CWSX133, CWSX134, CWSX135, CWSX136, CWSX137,
CWSX138, CWSX139, CWSX140, CWSX141, CWSX142, CWSX143, CWSX144,
CWSX145, CWSX146, CWSX147, CWSX148, CWSX149, CWSX150

CARDELLA WASTE SERVICES OF NEW JERSEY, INC.


MICHAEL M. CARDELLA - PRES.

CARDELLA WASTE SERVICES OF NEW JERSEY, INC.




Member DVAED & SCA

Industrial Finance, Inc.

ADDENDUM TO CHATTEL MORTGAGE DATED: March 12, 2004

I, Michael M. Cardella, certify that I am President of Cardella Waste Services of New Jersey, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct.

Executed on: March 12, 2004

By: 
NAME: Michael M. Cardella



589 Franklin Turnpike • Ridgewood, NJ 07450 • 201-493-7800 • 201-493-7803 fax